

Page
268/2**POWER OF ATTORNEY
By Assignee**

RHINO TUFF, INC., assignee(s) of the application for United States Letters Patent for

**PROTECTIVE ORTHOTIC INSERT FOR FOOTWEAR
by Ron L. Blackburn and Craig H. Dennis,**

the specification of which is filed herewith, does hereby appoint as my attorneys and/or agents, with full power of substitution and revocation, to prosecute this application and transact all business in the United States Patent and Trademark Office, and in countries other than the United States, and to do all things necessary or appropriate therefor before any competent International Authorities in connection with any international patent application(s) corresponding to the above-identified application, all of the registered practitioners identified by Customer Number 22249:

**22249**

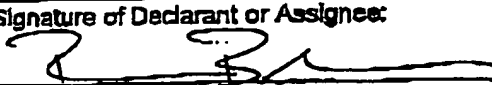
PATENT TRADEMARK OFFICE

LYON & LYON LLP
Suite 4700
633 W. Fifth Street
Los Angeles, CA 90071
(213) 489-1600

Please send all inquiries to Jason W. Wolff, at the above Customer Number.

I, the undersigned, declare that I have reviewed copies of the documentary evidence establishing chain of title to the patent application identified above from the inventors to the assignee, which filed for recordation herewith.

To the best of the undersigned's knowledge and belief, title is in the assignee(s) identified above. Furthermore, the undersigned is empowered to sign this document on behalf of the assignee(s).

Full Name of Assignee: RHINO TUFF, INC.	
Post Office Address: 204 N. El Camino Real, Encinitas, CA 92024	
Signature of Declarant or Assignee: 	Date: 10-10-01
Full Name of Declarant	
If Other Than Assignee: Ron L. Blackburn	
Title of Declarant: President	
Address of Declarant: 204 N. El Camino Real, Encinitas, CA 92024	

Lyon & Lyon L
258/2**DECLARATION
Utility Application**

As a below named inventor, I hereby declare that .

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first a joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled **PROTECTIVE ORTHOTIC INSERT FOR FOOTWEAR** the specification of which is attached hereto.


I hereby state that I have reviewed and understand the contents of the above-identified specification including the claims, as amended by any amendment(s) referred to above.

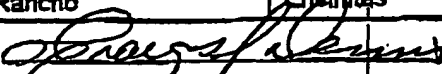
I acknowledge the duty to disclose information which is material to the patentability of this application accordance with Title 37, Code of Federal Regulations, § 1.56.

I hereby claim the benefit under Title 35, United States Code, § 120 of the United States patent application listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in a prior United States application in the manner provided by the first paragraph of Title 35, United States Code § 112, I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations § 1.56 which became available between the filing date of the prior application and any foreign national, regional or PCT international application related thereto.

U.S. Parent Application Number	PCT Parent Number	Parent Filing Date	Status-Patented, Pending or Abandoned
09/887,467		October 17, 2000	Pending

I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements are made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Title 18, United States Code, § 1001 and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

201	FULL NAME OF INVENTOR	FIRST Name Ron	MIDDLE Initial L.	LAST Name Blackburn	
	RESIDENCE & CITIZENSHIP	City Encinitas	State or Foreign Country CA		Country of Citizenship U.S.A.
	POST OFFICE ADDRESS	3183 Lone Jack Rd.	City Encinitas	State or Country CA	Zip Code 9202
INVENTOR'S SIGNATURE 				DATE 10-10-01	

202	FULL NAME OF INVENTOR	FIRST Name Craig	MIDDLE Initial H.	LAST Name Dennis	
	RESIDENCE & CITIZENSHIP	City Encinitas	State or Foreign Country CA		Country of Citizenship U.S.A.
	POST OFFICE ADDRESS	3125 Camino del Rancho	City Encinitas	State or Country CA	Zip Code 9202
INVENTOR'S SIGNATURE 				DATE 10/10/01	